

REQUEST FOR PROPOSALS LEGAL COUNSEL

Rhode Island Housing is inviting all interested and qualified law firms to submit proposals to provide legal services to Rhode Island Housing for two years beginning on or about November 1, 2015. The legal services requests have been divided into eight distinct areas of representation. Qualified firms are encouraged to respond to as few or as many of the practice areas as would be appropriate for the firm.

Instructions

1. Keep each proposal excluding exhibits within a limit of 10 pages. Brevity will be appreciated. A brief executive letter should accompany each proposal.
2. Your proposal may be submitted for one, multiple, or all of the areas of representation listed below. Please identify which service(s) you are seeking to provide and respond only to the appropriate section in Part II set forth below. All Respondents are asked to provide the information requested in Part I, General Firm Information, Items A through E.

Areas of Representation

- A. General Counsel/Issuers Counsel
 - B. Litigation Services
 - C. Foreclosure and Bankruptcy Services
 - D. Tax Lien Foreclosure Services
 - E. Single Family Loan Closing Services
 - F. Rental Development Loan Closing Services
 - G. Land Bank/NSP Services
 - H. State Housing Appeals Board Services
3. **Please be sure to include ten (10) copies of your proposal.** Mail or deliver them to Rhode Island Housing, 44 Washington Street, Providence, Rhode Island 02903, Attn: Michael V. Milito, Deputy Assistant Director by 5:00 p.m., Wednesday, September 30, 2015. In addition, please provide an electronic copy of your proposal in PDF format to mmilito@rhodeislandhousing.org prior to close of business on September 30, 2015.
 4. Respondents are advised that all submissions (including those not selected) may be made available to the public on request upon completion of the process and award of a contract. Accordingly, any proprietary information included in the proposal that the respondent desires not to be disclosed should be clearly identified as such and segregated from the rest of the proposal.

Background

Rhode Island Housing is a self-supporting public corporation created in 1973 to address the housing needs of low- and moderate-income Rhode Islanders. Its statutory purpose is to encourage the investment of private capital, to stimulate the construction and rehabilitation of housing for low- and moderate-income Rhode Islanders, to provide construction and mortgage loans, and to make provision for the purchase of mortgage loans and otherwise as is necessary to accomplish its purposes.

Rhode Island Housing works to ensure that all people who live or work in Rhode Island can afford safe, healthy homes that meet their needs. Our belief is that a home encompasses much more than four walls and a roof. A good home provides the foundation upon which families can thrive, children can learn and grow, and communities can prosper.

To achieve our mission, we do the following:

- Offer fair, affordable and innovative lending programs.
- Educate homebuyers, homeowners and housing developers.
- Advocate for and finance sensible development that builds vibrant, well-balanced communities.
- Provide grants and subsidies to Rhode Islanders with the greatest need.
- Work with partners to improve everything we do.

We are a self-sustaining public agency. Everything we earn is reinvested to meet the housing needs of our state.

Proposal Review and Selection Criteria

A committee comprised of Board members and staff of Rhode Island Housing will review all proposals that meet the minimum requirements of this RFP. Proposals will be evaluated on a variety of factors, including:

- The firm's responsiveness to this RFP;
- Experience and qualifications of both the firm and the staff to be assigned to provide these services;
- Ability to provide the required services on a timely basis in light of the anticipated workload, and the availability of adequate personnel, equipment and facilities of the firm.
- The firm's experience in the specific area(s) in which it seeks to provide services;
- Involvement and accessibility of staff to be assigned to Rhode Island Housing work;
- The firm's commitment to Rhode Island;
- Organization, size and structure of firm;

- The adequacy and effectiveness of the firm's affirmative action program;
- Projected costs and proposed fee structure for services performed; and,
- The firm's technological capabilities

Rhode Island Housing may invite finalists to make a presentation to the selection committee. Following the presentations, if any, the committee will make recommendations to the full Board of Commissioners, which will make the final decision on the engagement of counsel. The Board of Commissioners will base its decision on the perceived need for counsel services, the demonstrated competence, experience, knowledge and qualifications of the offering firms, and on the reasonableness of the proposed fee for the services to be provided.

By this RFP Rhode Island Housing has not committed itself to employ counsel for any or all of the above-described matters, nor does the suggested scope of services or term of agreement require that counsel should be employed for any of those purposes. Rhode Island Housing reserves the right to make those decisions after receipt of responses. Rhode Island Housing's decision on these matters is final.

Rhode Island Housing reserves its right to terminate any relationship with outside counsel if it determines that such action is in its best interests.

PART I – ABOUT YOUR FIRM

A. General Firm Information

Provide a brief description of your firm, including but not limited to the following:

1. The firm's practice area(s) and office location(s).
2. Number of Partners, Associates, Paralegals, and other legal support staff
3. Name, address, phone number, fax number and email address of the firm's contact person for purposes of this RFP.
4. Rhode Island Housing encourages the participation of persons of color, women, persons with disabilities and members of other federally and State-protected classes. Describe your firm's affirmative action program and activities. Include the number and percentage of members of federally and State-protected classes who are employed by your firm, the number and percentage of members of federally and State-protected classes in your firm who will work on Rhode Island Housing's transactions and, if applicable, a copy of your Minority- or Women-Owned Business Enterprise state certification.
5. Identify any material litigation, administrative proceedings or investigations which i) currently names your firm as a party, ii) have been threatened against your firm; or iii) have been settled within the past two years and involved your firm as a party.
6. Indicate the type and amount of professional liability insurance your firm carries, and provide documentation of your professional liability insurance coverage.

7. Offerors seeking to provide General Counsel/Issuers Counsel and Rental Development Loan Closing services must have in full force and effect professional liability insurance with an insurance company rated at least “A-” in Best’s Guide in an amount not less than \$5,000,000, which liability insurance shall include specific coverage for practice in the field in which you propose to respond.

Firms seeking to provide Litigation, Single Family Loan Closing, Bankruptcy and Foreclosure, State Housing Appeals Board and Land Bank/NSP services must have in full force and effect professional liability insurance with an insurance company rated at least “A-” in Best’s Guide in an amount not less than \$1,000,000, which liability insurance shall include specific coverage for practice in the field in which you propose to respond.

8. If you intend to work with any other firm(s) in providing services to Rhode Island, please also include the information requested in this Part 1 as to such firm(s). You may not subcontract or engage any other firms to provide services without the prior written approval of Rhode Island Housing

B. Qualifications and Expertise

1. For each practice area to which you are responding, indicate which partners and associates would be involved in providing legal services to Rhode Island Housing. For each such individual, provide a statement of his/her relevant experience, list any professional licenses and registrations that he/she holds, and identify what his/her responsibilities would be in serving Rhode Island Housing.
2. Have any of the individuals listed in your response to Question 1 ever been disbarred, suspended, reprimanded, censured, admonished, or otherwise disciplined or disqualified as an attorney? If so, provide a full description of such action and provide copies of all related documents.
3. Have any charges or complaints been made or filed against any of the individuals listed in your response to Question 1 concerning his/her conduct as an attorney? If so, provide a full description of such charges or complaints, their resolution (if resolved), and copies of all related documents.
4. Provide three references from clients for which your firm currently provides legal representation, including any Governmental Agency clients. Include in your response an address and telephone number at which the client may be contacted.
5. Describe your current relationship with Governmental Agencies. Please include information in the following format:
 - Name of Governmental Agency
 - Relationship (type of counsel services provided)
 - Length of time serving in this capacity
 - Expiration date of current contract

C. Staffing, Policies, and Resources

1. Describe your firm's plans to staff Rhode Island Housing matters, including the number and types of employees to work on such matters.
2. Describe relevant training, if any, which has been provided to the individuals listed in your response to Question 1.
3. Describe your firm's privacy and information security practices, including its document custody procedures. If your firm has any policies or procedures that govern these practices, provide copies of such policies and procedures.

D. Costs

1. For each practice area to which you are responding, please separately detail your proposed fee structure for each year of the engagement, including: the hourly rate for the partners, associates, and paralegals to be assigned to Rhode Island Housing matters (if applicable) and the costs of various reimbursables and expenses. Where appropriate (e.g. foreclosures, evictions, residential closings) indicate fixed fee pricing proposals. Please be as specific as possible. Rhode Island Housing is open to alternative and creative cost models and schedules. The proposed cost of services is an important, but not the determining factor, in the selections process.
2. For each practice area to which you are responding, describe how your firm can help Rhode Island Housing (i) reduce overall legal expenses and (ii) streamline and simplify its legal processes.
3. Pursuant to R.I. Gen. Laws §37-2-70(b), all attorneys engaged by Rhode Island Housing must confirm that the compensation rate does not exceed the rate charged to the attorney's preferred public or private clients. Please affirm that your proposed rates comply with this provision.

D. Miscellaneous

1. Describe your firm's system for identifying conflicts of interest among past, current and potential clients.
2. Identify any actual or potential conflicts of interest with regard to representation of Rhode Island Housing. Include a listing of any matters in which you have represented other parties in litigation or transactional matters involving Rhode Island Housing, or have advanced positions on behalf of other clients in legislative or executive branch lobbying that are or may be inconsistent with positions advanced by Rhode Island Housing.
3. Identify any conflicts that may arise as a result of business activities, associates and/or ventures by members and associates of your firm, or as a result of any individual's status as a member of the board of directors of any organization likely to interact with Rhode Island Housing. Describe how your firm will handle actual and/or potential conflicts of interest.
4. Discuss how your firm deals with professional ethics in connection with public entity engagements. How do you handle actual or potential ethical problems that arise

in the marketing and execution of your public entity business? What process do you maintain so as to provide a consistent high standard of professional ethics?

5. Identify any publications and other information and resources of your firm that will be available to Rhode Island Housing.

6. Discuss any topics not covered in this Request for Proposals, which you would like to bring to the attention of the Rhode Island Housing.

E. Certifications

1. Rhode Island Housing insists upon full compliance with Chapter 27 of Title 17 of the Rhode Island General Laws, Reporting of Political Contributions by State vendors. This law requires any state vendor that enters into a contract to provide services to an agency such as Rhode Island Housing, for the aggregate sum of \$5,000 or more, to file an affidavit with the State Board of Elections concerning reportable political contributions. The affidavit must state whether the state vendor (and any related parties as defined in the law) has, within 24 months preceding the date of the contract, contributed an aggregate amount in excess of \$250 within a calendar year to any general officer, any candidate for general office, or any political party.

2. Does any Rhode Island "Major State Decision-maker", as defined below, or the spouse or dependent child of such person, hold (i) a ten percent or greater equity interest, or (ii) a Five Thousand Dollar or greater cash interest in your firm?

If your answer is "Yes," please (i) identify the Major State Decision-maker, (or their spouse or dependent child, as applicable), (ii) specify the nature of their ownership interest, and (iii) provide a copy of the most recent annual financial disclosure required to be filed with the Rhode Island Ethics Commission pursuant to R.I. Gen. Laws §§36-14-16, 17 and 18.

For purposes of this question, "Major state decision-maker" means:

- (i) All general officers; and all executive or administrative head or heads of any state executive agency enumerated in § 42-6-1 as well as the executive or administrative head or heads of state quasi-public corporations, whether appointed or serving as an employee. The phrase "executive or administrative head or heads" shall include anyone serving in the positions of director, executive director, deputy director, assistant director, executive counsel or chief of staff;
- (ii) All members of the general assembly and the executive or administrative head or heads of a state legislative agency, whether appointed or serving as an employee. The phrase "executive or administrative head or heads" shall include anyone serving in the positions of director, executive director, deputy director, assistant director, executive counsel or chief of staff;
- (iii) All members of the state judiciary and all state magistrates and the executive or administrative head or heads of a state judicial agency,

whether appointed or serving as an employee. The phrase "executive or administrative head or heads" shall include anyone serving in the positions of director, executive director, deputy director, assistant director, executive counsel, chief of staff or state court administrator.

3. Please include a letter from your Chief Executive Officer or Firm Managing Partner certifying that (i) no member of your firm has made inquiries or contacts with respect to this Request for Proposal other than in a written communication to Michael V. Mito, Deputy Assistant Director for Law, with copies to the Executive Director and Chief Financial Officer from the date of this Request for Proposals through the date of your proposal, (ii) no member of your firm will make any such inquiry or contact until after October 30, 2015, (iii) all information in your proposal is true and correct to the best of her/his knowledge, (iv) no member of your firm gave anything of monetary value or promise of future employment to any Rhode Island Housing employee or Commissioner, or a relative of the same, based on any understanding that such person's action or judgment will be influenced, (iv) the firm is in full compliance with Chapter 27 of Title 17 of the Rhode Island General Laws, Reporting of Political Contributions by State Vendors, and (v) the firm is in full compliance with Chapter 139 of Title 42 of the Rhode Island General Law, Executive Branch and Public Corporation Lobbying.

PART II – PRACTICE AREAS

Rhode Island Housing seeks to engage one or more firms for each of the practice areas listed below. You may propose to provide services for as many practice areas as you choose; however, please provide all information requested for each practice area for which you seek to be considered.

A. GENERAL COUNSEL/ISSUER'S COUNSEL

Rhode Island Housing requires our General Counsel to have actively served as General Counsel to at least one governmental entity located in Rhode Island during the past three years.

1. Describe your governmental entity experience as counsel for the past three years. This information may be presented as an exhibit to your proposal. Please include information in the following format:

- Name of client
- Your specific role
- Number of years serving this client
- Name(s) of partners in charge of this client relationship

2. Describe your firm's experience and resources in the following areas: corporate governance and representation, real estate finance and transactions, tax-exempt bond issuance, general tax matters, litigation, employment law, ERISA, mortgage lending, labor relations, administrative law and governmental agency law. Please identify the person who heads up each of these practice groups, and specify their location.

3. Discuss your firm's Public Finance and Housing Finance groups, including your firm's ability to handle both tax-exempt and taxable financing for both single-family and commercial rental development offerings.
4. Include as an exhibit representative copies of no more than two legal opinions given by your firm with respect to a municipal bond issue of a Rhode Island governmental entity within the past two years.
5. Provide three personal references from your corporate or governmental agency clients including names, addresses and telephone numbers.

B. LITIGATION COUNSEL

1. Describe how your firm manages litigation. Describe how your firm could help Rhode Island Housing control litigation expenses.
2. Describe the types of litigation your firm has been involved with, including whether your client was defendant or plaintiff and any significant settlements you have negotiated.
3. Indicate the number of cases handled by your firm over the past two years, the number of attorneys in your litigation department and the number of other professionals (i.e. paralegals, etc.) in the litigation department.
4. Describe any significant cases that your firm has litigated. Include any appellate matters that you have handled over the past two years.
5. Describe the nature and extent of your governmental representation experience within the past three years, if any.
6. Provide three personal references from your corporate or governmental agency clients including names, addresses and telephone numbers.

C. MORTGAGE FORECLOSURE, EVICTION, AND BANKRUPTCY COUNSEL

1. Describe your mortgage lender representation experience specifically in the areas of foreclosure and bankruptcy for the past two (2) years. Please include information in the following format:
 - Name of client
 - Number of years serving this client
 - Name(s) of partners and associates in charge of this client relationship
 - Number of foreclosures and bankruptcies handled for this client in 2013 and 2014
 - Foreclosure and bankruptcy-related services provided on behalf of the client
2. Rhode Island Housing's servicing portfolio consisting of Fannie Mae, FHA, and bonded loans. If your firm is listed on Fannie Mae's referral list(s), provide evidence of such listing. Indicate your firm's familiarity with Fannie Mae and FHA guidelines and fee schedules. Fees and costs will be paid to the Successful Respondent(s) in accordance with these guidelines.

3. Indicate how your firm could assist Rhode Island Housing in streamlining and simplifying its foreclosure, eviction, bankruptcy processes.

4. Does your firm retain any outside vendors to handle foreclosure, eviction, or bankruptcy-related services on its behalf? If so, please provide:

Name, address, and telephone number for the vendor

- Service(s) to be performed by the vendor
- Whether services will be charged by the vendor pursuant to a flat rate billing arrangement, or on an hourly basis. Include copies of any fee schedules or agreements, and list all associated costs

D. TAX LIEN FORECLOSURE COUNSEL

1. Describe your experience with tax lien foreclosures; specifically, indicate your familiarity with the so-called “Madeline Walker Act.”

2. Does your firm retain any outside vendors to handle tax lien foreclosure-related services on its behalf? If so, please provide:

- Name, address, and telephone number for each vendor
- Service(s) to be performed by each vendor
- Description of fees charged by the vendor

3. Indicate how your firm could assist Rhode Island Housing in streamlining and simplifying its tax lien foreclosure process.

E. SINGLE FAMILY LOAN CLOSING COUNSEL

1. Describe your experience in representing clients in single-family loan transactions. (Single-family loan transactions include 1 – 4 unit residential properties.) Include description of any unique transaction types that may be of particular interest to Rhode Island Housing (e.g. HECM reverse mortgages for elderly, co-op loans, leased land mortgages). Indicate your experience in closing mortgages originated for sale into secondary market. Provide an estimate of the number of loans you have closed for each of the past two years.

2. Describe your experience in closing mortgages originated by Rhode Island Housing participating lenders for eventual sale to Rhode Island Housing. Identify the participating lender and provide an estimate the number of Rhode Island Housing loans you have closed for each of the past three years.

3. Rhode Island Housing’s customers come from a variety of linguistic and cultural backgrounds. Please identify those languages, other than English, in which members of your firm are fluent. Identify the role of the person who has the language fluency, e.g., attorney, paralegal, processor, etc.

4. Describe the range of responsibilities, including the drafting of documents of various types, which your firm has been responsible for. Detail the title insurance companies you are authorized to represent.

5. Provide a listing of lenders for which the firm is an approved closing attorney.

6. Rhode Island Housing intends to have Single Family Loan Closing Counsel provide the pre-consummation disclosures required Describe the technology that your

firm utilizes in handling single family loan closings. Include in your response the name and function of all software programs and platforms, and confirm that your firm is able to generate and receive encrypted e-mail. Rhode Island Housing will require that firms providing Single Family Loan Closing services indemnify Rhode Island Housing against any claims or losses caused by the provider's failure to provide disclosure in accordance with the TRID requirements.

7. Indicate whether your firm is capable of providing disclosures electronically pursuant to 15 U.S.C. §7001 *et seq.* and R.I. Gen. Laws §42-127.1-1 *et seq.*

8. In addition to closing loans originated by Rhode Island Housing or its broker partners, Rhode Island Housing intends to engage at least one firm to close all loans originated by any Rhode Island-based Habitat for Humanity chapters. Please indicate if you are interested in being considered for this engagement, and if so, indicate whether your firm has experience in closing loans originated by any Habitat for Humanity chapters.

F. RENTAL DEVELOPMENT LOAN CLOSING COUNSEL

1. Rhode Island Housing intends, as a general matter, to handle rental development loan transactions on an in-house basis. However, it is possible that during times of peak activity, or for other reasons, we may decide to have outside counsel handle portions of this activity. There can be no guaranty as to the level of activity that will be assigned to rental development loan closing counsel.

2. Describe your experience in representing clients in rental development loan transactions. Please include information in the following format:

- Name of client
- Number of years serving this client
- Name(s) of partners and associates in charge of this client relationship
- Number and amount (in dollars) of mortgages handled for this client

3. Describe your experience in multi-family housing financed in conjunction with Low Income Housing Tax Credits, HOME, and/or FHA risk share programs.

4. Discuss any experience your firm has in regarding loans to health care and/or assisted living facilities.

5. Indicate how your firm can help Rhode Island Housing in the reduction of transactional expenses for smaller rental development loans.

6. Describe the manner in which your firm manages loan closing document production, including a description of the respective roles of lawyers and paralegals, and the internal controls you have established.

7. Indicate your firm's experience with construction, environmental and zoning law issues.

8. Describe the nature and extent of your governmental representation experience within the past three years, if any.

G. LAND BANK COUNSEL

Rhode Island Housing, in conjunction with its statutory subsidiary, Rhode Island Housing Development Corporation, administers a Land Bank Program through which it acquires and holds properties for up to one year on behalf of approved

developers while they obtain the funds needed to develop the properties as affordable homes.

The Land Bank is funded in part with funding provided by the United States Department of Housing and Urban Development (“HUD”) under the Neighborhood Stabilization Program (“NSP”) established by the federal Housing and Economic Recovery Act of 2008.

Most of the properties considered for acquisition by the Land Bank have been the subject of foreclosures and are held by financial institutions. Many of these properties may have possible title impediments. Rhode Island Housing seeks to engage a firm to assist it in acquiring properties under the Land Bank program. Responsibilities will include: providing guidance to Rhode Island Housing staff in the negotiation of purchase and sales agreements; evaluating marketability of title of proposed acquisitions; clearing title impediments, if necessary; evaluating zoning of proposed acquisitions; assisting Rhode Island Housing in complying with applicable NSP regulations; and assisting Rhode Island Housing in conveying properties from the Land Bank to the purchaser.

1. Describe your firm’s experience in representing purchasers of real property. Please indicate your firm’s experience in acquiring properties on behalf of real estate developers for eventual redevelopment and resale. Please provide information on representative clients in the following format:

- Name of client
- Number of years serving this client
- Name(s) of partners and associates in charge of this client relationship
- Number and amount (in dollars) of mortgages handled for this client

2. Describe your firm’s experience in acquiring foreclosed properties from financial institutions, either through single transactions or bulk sale transactions.

3. Describe your firm’s experience in financing transactions involving HUD financing or financing under any other federal program.

4. Please provide a fee proposal under both a per-transaction and hourly basis. Please provide separate fee proposal for acquisition transactions into the Land Bank and transfers out of the Land Bank.

Please provide any other information you believe will be helpful to Rhode Island Housing to evaluate your ability to perform these responsibilities.

H. STATE HOUSING APPEALS BOARD COUNSEL

The State Housing Appeals Board (“SHAB”) was established by the Rhode Island Low and Moderate Income Housing Act, Chapter 53 of Title 45 of the Rhode Island General Laws (the “Act”). The purpose of the Act is to establish a streamlined process for review of affordable housing proposals by local government. The SHAB has authority to review decisions of local government denying an application for a

comprehensive permit, or approving the application with conditions such that the proposed development is infeasible.

Pursuant to R.I. Gen. Laws § 45-53-7, Rhode Island Housing is directed to provide certain assistance and support to SHAB. For the past two years Rhode Island Housing has arranged for the provision of legal services for the SHAB. In 2004, the General Assembly enacted certain amendments to the Act which made significant changes to the composition of the SHAB. A number of vacancies in the SHAB membership currently exist. In order to protect the interests of the SHAB, which is a party to several ongoing proceedings, Rhode Island Housing is issuing this RFP for counsel to the SHAB. However, all respondents should be aware that once the SHAB is fully reconstituted there is no guarantee that the appointment made in response to this RFP will continue, and the reconstituted SHAB may exercise its discretion to engage outside counsel.

1. Describe your firm's experience in local land use regulation, including your experience regarding major land developments or subdivisions.
2. Describe your firm's experience in affordable housing development.
3. Indicate whether your firm currently, or in the past three years, has represented any developers of affordable housing, local municipalities or local zoning boards. Please include information in the following format:
 - Name of the clients
 - Nature of the representation
 - Dates of representation